



**EXXARO TILES LIMITED**

CIN: L26914GJ2008PLC052518

**Registered Office:** Survey No. 169 & 170, Vavdi, Harsol Road  
At & Po.: Mahelav, Ta.- Talod, Dist.- Sabarkantha, Gujarat – 383305.  
Website: <https://www.exxarotiles.com>, Email ID: [cs@exxarotiles.com](mailto:cs@exxarotiles.com),  
Tel: 079-3500 5555

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Members,**

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of the Company by means of Postal Ballot, only by way of remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and all other relevant Circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or reenactment(s) thereof for the time being in force).

The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed M/s. Vasant Patel & Associates, Practicing Company Secretaries (CP No. 3848), as the Scrutinizers for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company’s RTA/ Depository Participants (DP).

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b><i>Commencement of e-voting</i></b>	<b><i>09:00 Hrs. IST on Tuesday, March 19, 2024</i></b>
<b><i>End of e-voting</i></b>	<b><i>17:00 Hrs. IST on Wednesday, April 17, 2024</i></b>

The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The last date of e- voting, i.e., April 17, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer will submit his report to the Chairman or any person authorized by him in writing. The results of e-voting will be declared on or before Friday, April 19, 2024, 17:00 Hrs. IST. The results declared along with the Scrutinizer's Report, will be placed on the website of the Company [www.exxarotiles.com](http://www.exxarotiles.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or any person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.

### **Special Business**

#### **1. Appointment of Mr. Gordhanbhai B. Patel (DIN: 10535716) as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Gordhanbhai B. Patel (DIN: 10535716), who was appointed as an Additional Non-Executive Director in the capacity of an Independent Director with effect from 12<sup>th</sup> March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 11<sup>th</sup> March, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**On behalf of the Board of Directors,  
EXXARO TILES LIMITED**

Date: 12<sup>th</sup> March 2024  
Place: Ahmedabad

**Sd/-**  
Mr. Paras Shah  
Company Secretary & Compliance Officer  
FCS: 12517

### **Notes:-**

1. The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/ Depositories' records, as the case may be, as on the cut-off date Friday, March 15, 2024 and whose email address is registered with the Company's RTA/ Depository Participants (DP). In compliance with Regulation 44 of the

SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The last date of e-voting, i.e., April 17, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Postal Ballot Notice will also be available on the Company's website [www.exxarotiles.com](http://www.exxarotiles.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized mode with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical mode are requested to consider converting their holdings to dematerialized mode. Members can contact the Company or Company's Registrar and Transfer Agents (RTA), Bigshare Services Private Limited for assistance in this regard.
6. Members who have not yet registered/ updated their e-mail addresses are requested to register/ update the same with their Depository Participants (DP) in case the shares are held in demat mode and with Bigshare Services Private Limited, Company's RTA, in case the shares are held in physical mode. Members are requested to register/ update their e-mail addresses to enable the Company/ RTA to send communications through e-mail.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc.
8. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 prescriber under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. On request, the necessary forms can be obtained from the Company's RTA, Bigshare Services Private Limited. Members are requested to submit the said details to their DP in case the shares are held in demat mode and to Bigshare Services Private Limited in case the shares are held in physical mode.
9. Members are requested to send all communications relating to shares to the Company's Registrar and Transfer Agents (RTA) at the following address:

Bigshare Services Private Limited  
A-802, Samudra Complex, off C G Road, Navrangpura,  
Near Girish Cold Drinks, Ahmedabad 380009 Gujarat.  
Phone: +91 (079) 49196459  
E-mail: [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)

10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such documents can send an email to [cs@exxarotiles.com](mailto:cs@exxarotiles.com).
11. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing the facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice. The Company has engaged the services of National Securities Depositors Limited (NSDL) as the agency to provide e-voting facility.
12. The e-voting period commences from Tuesday, March 19, 2024 (09.00 Hrs. IST) and ends on Wednesday, April 17, 2024, (17.00 Hrs. IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members/ Depositories' records, as the case may be, as on the cut-off date Friday, March 15, 2024, may cast their vote electronically.

Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date Friday, March 15, 2024. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

13. **Process and manner of voting by electronic means**

The way to vote electronically on NSDL e- Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual Shareholders holding securities in demat mode**

In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the <b>Beneficial Owner</b> icon under <b>Login</b> which is available under <b>IDeAS</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>Access toe-Voting</b> under e-Voting services and you will be able to see e- Voting page. Click on <b>Company name</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for **IDeAS** e-Services, option to register is available at <https://eservices.nSDL.com>. Select **Register Online for IDeAS Portal** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the URL <https://www.evoting.nSDL.com> either on a personal computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon **Login** which is available under **Shareholder/ Member** section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see the e-Voting page. Click on **Company name** or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/ Members can also download NSDL Mobile App **NSDL Speede** facility by scanning the QR code mentioned below for seamless voting experience

**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL **Easi/ Easiest** facility, can login through their existing username and password. Option will be made available to reach e-Voting page without any further authentication. The users to login **Easi/ Easiest** are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & **New System Myeasi** Tab and then use your existing **Myeasi** username and password.
2. After successful login the **Easi/ Easiest** user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for **Easi/ Easiest**, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & **New System Myeasi** Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the **e-Voting option** where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use

**Forget User ID/ Forget Password** option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at tollfree no. 1800 22 55 33.

**B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode**

How to Login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL <https://www.evoting.nsdl.com> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon **Login** which is available under **Shareholder/ Member** section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-Services i.e., **IDeAS**, you can login at <https://eservices.nsdl.com> with your existing **IDeAS** login. Once you login to NSDL e*

Services using your login credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example, if your folio number is 001*** and EVEN is 101456 then your User ID is 101456001***.

5. Password details for Shareholders other than Individual Shareholders are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - (i) If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your e-mail address is not registered, please follow steps mentioned below in **process for those Shareholders whose e-mail addresses are not registered.**

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password.

- (a) Click on **Forgot User Details/ Password?** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio

number, your PAN, your name and your registered address etc.

- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on **Agree to Terms and Conditions** by selecting on the check box.
8. Now, you will have to click on **Login** button.
9. After you click on the **Login** button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the Companies' 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on **Submit** and also **Confirm** when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the **print** option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vbpatelassociates@gmail.com](mailto:vbpatelassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e- Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries/ grievance, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the **Download** section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You may also send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 at the e-mail address [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 022 – 4886 7000 and 022 – 2499 7000.



**Process for those Shareholders whose e-mail addresses are not registered with the depositories for procuring User ID and Password and registration of e-mail addresses for e-voting for the resolutions set out in this Postal Ballot Notice**

1. In case shares are held in physical mode please provide folio no., name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to Company's RTA at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com).
2. In case shares are held in demat mode, please provide DPID-CLID (NSDL – 16 digit DPID + CLID or CDSL – 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to Company's RTA at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** above i.e., **Login method for e-Voting for Individual Shareholders holding securities indemat mode.**
3. Alternatively, Shareholders/ Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on 12<sup>th</sup> March 2024, appointed Mr. Gordhanbhai B. Patel (DIN: 10535716) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 12<sup>th</sup> March 2024 to 11<sup>th</sup> March, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Mr. Gordhanbhai B. Patel, 70 years holds Bachelors in Science and has over 35+ years of experience in public service sector. During the period of 37 years, he served in Vigilance Cell of the department for 19 years as Steno from 1976 to 1983 and Inspector from 1983 to 2002. After 2002, he served 08 years in Customs department including 2 years as Public Relation Officer (PRO) and 1 year in including COFEPOSA section of the Customs, Gujarat Zone, Ahmedabad. Total 17 years as Executive officer in the field formation in the Central Excise Department where he collected intelligence and search and seizure made at various places and booked the cases of evasion of duty for which he has been rewarded with sealed and awarded "Certificate of Merits" on the occasion of International Central Excise Day 2008 for outstanding performance. He retired as Superintendent on superannuation on 30.04.2013.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Exxaro Tiled Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Gordhanbhai B. Patel.

In the opinion of the Board, Mr. Gordhanbhai B. Patel fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that Mr. Gordhanbhai B. Patel's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Gordhanbhai B. Patel as an Independent Director of the Company from 12<sup>th</sup> March, 2024 to 11<sup>th</sup> March, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Gordhanbhai B. Patel as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Gordhanbhai B. Patel, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board accordingly recommends the resolution set out in item nos. 3 of this Postal Ballot Notice for the approval of the Members of the Company by way of an ordinary resolution.

**On behalf of the Board of Directors,  
EXXARO TILES LIMITED**

Date: 12<sup>th</sup> March 2024  
Place: Ahmedabad

**Sd/-**  
Mr. Paras Shah  
Company Secretary & Compliance Officer  
FCS 12517

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS**

Name of Director	Mr. Gordhanbhai B. Patel
Date of Birth	01/05/1953
Age	70 years
Date of first Appointment on the Board	12 <sup>th</sup> March 2024
Qualifications	Bachelor of Science (BSC)
Nature of expertise in specific functional area	As already mention in Explanatory statement
Justification of her appointment	As already mention in Explanatory statement
Inter-se relationships with directors and key managerial personnel	No
Listed companies in which Mr. Gordhanbhai B. Patel holds directorship and committee membership	NIL
Shareholding in the Company including shareholding as a beneficial owner	NIL

Key terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 12 <sup>th</sup> March 2024 to 11 <sup>th</sup> March 2029 [Refer Item No. 3 of the Notice and Explanatory Statement]
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act
Details of remuneration last drawn	Not Applicable
Number of Board meetings attended during FY 2023-24	Not Applicable
Membership in Board Committees including this Company	3
Listed Entities from which Mr. Gordhanbhai B. Patel has resigned as Director in past 3 years	NIL